

**EXHIBIT A**

**PROPOSED ORDER**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>	)	<b>Case No. 01-1139 (KJC)</b>
	)	
<b>Reorganized Debtors.</b>	)	
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**ORDER GRANTING FOURTH QUARTERLY AND FINAL FEE APPLICATION  
OF ROGER FRANKEL, ASBESTOS PI FUTURE CLAIMANTS'  
REPRESENTATIVE, FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FROM MAY 16, 2013 THROUGH FEBRUARY 3, 2014**

Roger Frankel, Asbestos PI Future Claimants' Representative appointed in the above-captioned cases (the "FCR"), filed a fourth quarterly and final fee application for allowance of compensation and reimbursement of expenses from May 16, 2013 through February 3, 2014 (the "Final Fee Application"). The Court has reviewed the Final Fee Application and finds that:

- (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;
- (b) notice of the Final Fee Application, and any hearing on the Final Fee Application, was adequate under the circumstances;
- (c) all persons with standing have been afforded the opportunity to be heard on the Final Fee Application.

Accordingly, it is hereby

ORDERED that the Final Fee Application is GRANTED on a final basis in the amount of \$509,937.50 in fees and \$4,314.78 in expenses, for a total award of \$514,252.28 for services rendered and expenses incurred by the FCR, for the period from May 16, 2013 through February 3, 2014.

Dated: \_\_\_\_\_, 2014

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Honorable Kevin J. Carey  
United States Bankruptcy Judge